

IH Holdings International Limited (the "Company")
(Company Number: 09553031)

SATURDAY



Written Resolutions of the Share Incentive Plan Committee appointed by the board of directors of the Company (the "Committee")

We, the undersigned, being members of the Committee (the "**Committee Members**"), hereby consent to the adoption of the following resolutions pursuant to the powers delegated to us by the board of directors of the Company in resolution 5.1.5 of the written resolutions of the directors of the Company dated 1 December 2015 (the "**Written Resolutions**") in relation to the Share Incentive Plan for the Company dated 30 November 2015, as amended May 17, 2016 (the "**Plan**").

1 Purpose

- 1.1 Pursuant to Section 10.1 of the Plan, the Committee wishes to amend the Plan (the Plan as so amended, the "**Amended Plan**").
- 1.2 The Committee Members noted that the Company proposes to allot and issue Series B Shares of US\$0.01 each in the capital of the Company in accordance with the Amended Plan (the "**Shares**").
- 1.3 It was also noted that the Committee Members were authorised by article 13 of the Company's articles of association to allot the Shares and that the pre-emption rights of shareholders over the Shares are disapplied by reason of Article 13.7(a).
- 1.4 It was noted that the Company proposes to enter into a Restricted Share Award Agreement (each an "**Award Agreement**") with each person listed in column A (the "**Participant**") of the table in the Schedule attached to these written resolutions (the "**Schedule**").
- 1.5 Pursuant to the Award Agreement, the Company agreed to allot the number of Shares listed opposite each Participant's name in column B (the "**Allotted Shares**") of the table in the Schedule.
- 1.6 It was noted that, prior to effectiveness of each Award Agreement, the Company had received payment of the full amount of the subscription monies payable by the Participant in respect of the Allotted Shares listed opposite the Participant's name. It was noted that the Participant or his Designee (as defined in the Amended Plan) has agreed to be a shareholder in the Company.
- 1.7 The interest of Thomas F. Darden II ("TD") in the matters considered and resolved upon in these resolutions is hereby declared by him and noted by the remaining independent director.

2 Documents

The Committee Members reviewed the Plan, the Amended Plan, the Written Resolutions and a draft of the form of Award Agreement (the "**Documents**").

3 Resolutions

- 3.1 The Committee Members, by their signatures, confirm that they have carefully considered the Documents and **IT IS RESOLVED:**

- 3.1.1 That the Amended Plan be approved;
- 3.1.2 that the Company's entry into each Award Agreement be approved;
- 3.1.3 that each director of the Company and Jim Fogleman, individually, be and is hereby authorised to execute each Award Agreement on behalf of the Company and to take such steps and actions and/or negotiate, approve, execute and deliver all deeds, agreements and any other documents as may, in the sole opinion and absolute discretion of any of them, be considered necessary or desirable in relation to or in connection with each Award Agreement, provided that the aforesaid authority shall not apply to TD in relation to the Award Agreement to the Darden Designee or to Jim Fogleman in relation to the Award Agreement to the Fogleman Designee;
- 3.1.4 that IHHI Nominee, LLC be approved as Nominee (as defined in the Amended Plan) to hold legal title to the Allotted Shares as nominee and on trust for each Participant other than as indicated in paragraphs 3.1.5 and 3.1.6 below;
- 3.1.5 that Brickhaven II, LLC (the "**Darden Designee**") be approved as the Designee (as defined in the Amended Plan) of TD;
- 3.1.6 that MESH3, LLC (the "**Fogleman Designee**") be approved as the Designee (as defined in the Amended Plan) of S.H. Jim Fogleman;
- 3.1.7 to allot and issue to the Nominee of each Participant, the Darden Designee and the Fogleman Designee, as applicable, the Allotted Shares as of the date set forth in the Award Agreement;
- 3.1.8 to instruct any Committee Member to arrange for:
- (a) the preparation of share certificates in respect of the Allotted Shares;
 - (b) the entry of the Nominee of the Participants, the Darden Designee and the Fogleman Designee, as applicable, in the register of members of the Company as the holders of the Allotted Shares; and
 - (c) the making of all other necessary and appropriate entries in the books and registers of the Company; and
- 3.1.9 that Stephenson Harwood LLP may file all necessary documents with Companies House including, but not limited to, form SH01.



Thomas F. Darden II
Date: 31 March, 2017



John Mazzarino
Date: 31 March, 2017

Schedule

Participant and Share Award

Name	Allotted Shares
Dewey Weaver	75,000
Wendy Carter	50,000
S.H. "Jim" Fogleman, to be issued to MESH3, LLC as the Participant's Designee	250,000
JT Vaughn	430,040
Thomas F. Darden II, to be issued to Brickhaven II, LLC as the Participant's Designee	430,039